

Form 604

Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme MANTRA GROUP LIMITED (MTR)

ACN/ARSN ACN 137 639 395

1. Details of substantial holder(1)

Name WESTPAC BANKING CORPORATION (WBC) and its associated entities listed in Annexure 'B'

ACN/ARSN (if applicable) ACN 007 457 141

There was a change in the interests of the substantial holder on 2/12/2015

The previous notice was given to the company on 11/09/2015

The previous notice was dated 9/09/2015

2. Previous and present voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice in the company or scheme, are as follows:

Class of securities (4)	Previous Notice		Present Notice	
	Person's votes	Voting Power (5)	Person's votes	Voting Power (5)
ORDINARY SHARES	33,190,873	12.41%	30,499,941	11.39%

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
2/12/2015	WBC & its Associates, Asgard Capital Management Limited, BT Funds Management Limited, Westpac Financial Services Limited, BT Funds Management No.2 Limited, Advance Asset Management Limited, BT Investment Management (Institutional)	See Annexure 'A'	See Annexure 'A'	See Annexure 'A'	See Annexure 'A'

	Limited, BT Investment Management (Fund Services) Limited				
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4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and Number of securities	Person's votes
Advance Asset Management Limited	HSBC Custody Nominees (Australia) Limited.	HSBC Custody Nominees (Australia) Limited.	Advance Asset Management Ltd is the responsible entity of various managed investment schemes and also acts as a fund manager.	5,908,064, Ordinary	5,908,064
Asgard Capital Management Limited	Asgard Capital Management Limited	HSBC Custody Nominees (Australia) Limited. Asgard Capital Management Limited	Asgard Capital Management Limited ABN 92 009 279 592 AFSL 240695 is a custodian and operator of Investor-Directed Portfolio Service (IDPS). Asgard Capital Management Limited is the custodian and operator of Asgard eWrap Investment, Asgard Funds Account, LifeForce eWrap Investment and Personal Choice Private eWrap Investment Account.	6,907, Ordinary	6,907
BT Funds Management Limited	Asgard Capital Management Limited BT Portfolio Services Limited	HSBC Custody Nominees (Australia) Limited. Asgard Capital Management Limited BT Portfolio Services Limited	BT Funds Management Limited is the manager of various superannuation funds, institutional investor portfolios and unit trusts and, in that capacity, can exercise the power to vote or dispose of the shares.	59,678, Ordinary	59,678
BT Funds Management No.2 Limited	HSBC Custody Nominees (Australia) Limited.	HSBC Custody Nominees (Australia) Limited. Asgard Capital Management Limited BT Portfolio Services Limited	BT Funds Management No 2 Limited is or may be the Manager of various Superannuation funds, Institutional investor portfolios and unit trusts and, in	1,886,079, Ordinary	1,886,079

			that capacity, can exercise the power to vote or dispose of the shares.		
BT Investment Management (Fund Services) Limited	<p>UBS Wealth Management</p> <p>BNP Fund Services Australasia Pty Limited</p> <p>HSBC Custody Nominees (Australia) Limited.</p>	<p>HSBC Custody Nominees (Australia) Limited.</p> <p>Asgard Capital Management Limited</p> <p>BT Portfolio Services Limited</p> <p>UBS Wealth Management</p> <p>BNP Fund Services Australasia Pty Limited</p>	<p>BT Investment Management (Fund Services) Limited is the responsible entity of various managed investment schemes and, in that capacity, can exercise the power to vote or dispose of the shares.</p>	11,796,724, Ordinary	11,796,724
BT Investment Management (Institutional) Limited	<p>National Nominees Limited</p> <p>National Custodian Nominees</p> <p>Australia and New Zealand Banking Group Limited</p> <p>HSBC Custody Nominees (Australia) Limited.</p> <p>Citicorp Nominees Pty Limited</p> <p>National Australian Custodian Services</p> <p>JP Morgan Chase Bank</p> <p>National Australia Bank Limited</p>	<p>HSBC Custody Nominees (Australia) Limited.</p> <p>Asgard Capital Management Limited</p> <p>BT Portfolio Services Limited</p> <p>UBS Wealth Management</p> <p>BNP Fund Services Australasia Pty Limited</p> <p>National Nominees Limited</p> <p>National Custodian Nominees</p> <p>Australia and New Zealand Banking Group Limited</p> <p>Citicorp Nominees Pty Limited</p> <p>National Australian Custodian Services</p> <p>JP Morgan Chase Bank</p> <p>National Australia Bank Limited</p>	<p>BT Investment Management (Institutional) Limited (previously known as BT Investment Management (RE) Limited) is the fund manager of various superannuation funds, institutional investor portfolios and unit trusts and, in that capacity, can exercise the power to vote or dispose of the shares.</p>	10,480,531, Ordinary	10,480,531

Westpac Financial Services Limited	BT Portfolio Services Limited HSBC Custody Nominees (Australia) Limited.	BT Portfolio Services Limited HSBC Custody Nominees (Australia) Limited.	Westpac Financial Services Limited is the responsible entity of various managed investment schemes and, in that capacity, can exercise the power to vote or dispose of shares.	361,958, Ordinary	361,958
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5. Changes in association

The persons who have become associates (2) of, or ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association

6. Addresses

The addresses of persons named in this form are as follows:

Name	Address
Westpac Banking Corporation (WBC)	Level 20, Westpac Place, 275 Kent Street, Sydney NSW 2000
Asgard Capital Management Limited	Level 20, Westpac Place, 275 Kent Street, Sydney NSW 2000
BT Funds Management Limited	Level 20, Westpac Place, 275 Kent Street, Sydney NSW 2000
Westpac Financial Services Limited	Level 20, Westpac Place, 275 Kent Street, Sydney NSW 2000
BT Funds Management No.2 Limited	Level 20, Westpac Place, 275 Kent Street, Sydney NSW 2000
Advance Asset Management Limited	Level 20, Westpac Place, 275 Kent Street, Sydney NSW 2000
BT Investment Management (Institutional) Limited	Level 14, Chifley Tower, 2 Chifley Square, Sydney NSW 2000
BT Investment Management (Fund Services) Limited	Level 14, Chifley Tower, 2 Chifley Square, Sydney NSW 2000
MANTRA GROUP LIMITED (MTR)	The Company Secretary MANTRA GROUP LIMITED (MTR) Level 15, 50 Cavill Avenue Surfers Paradise QLD 4217 Tel: 07 5631 2500 Fax: 07 5631 2995

Signature

Print name Tim Hartin Capacity Company Secretary

Sign here _____ Date 4/12/2015

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (e.g. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 6 of the form.
- (2) See the definition of “associate” in section 9 of the Corporations Act 2001.
- (3) See the definition of “relevant interest” in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The person’s votes divided by the total votes in the body corporate scheme multiplied by 100.
- (6) Include details of:
 - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of “relevant agreement” in section 9 of the Corporations Act 2001.

- (7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
- (8) If the substantial holder is unable to determine the identity of the person (e.g. if the relevant interest arises because of an option) write “unknown”.
- (9) Give details, if appropriate, of the present association and any changes in that association since the last substantial holding notice.

ANNEXURE A

This is annexure 'A' referred to in Form 604, Notice of change of interests of substantial holder, lodged for Westpac Banking Corporation ACN 007 457 141 and its associated entities.

Tim Hartin – Company Secretary, Westpac Banking Corporation – 04/12/2015

TRANSACTION HISTORY

Sales & Purchases for the period : 10/09/2015 to 2/12/2015

SECURITY: MTR

Advance Asset Management Limited

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
10/09/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	428,880	1,505,368.80	Ordinary	428,880
14/09/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	19,838	69,234.62	Ordinary	19,838
15/09/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	19,838	70,226.52	Ordinary	19,838
16/09/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	279,686	987,291.58	Ordinary	279,686
18/09/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	49,729	177,035.24	Ordinary	49,729
18/09/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	124,440	444,250.80	Ordinary	124,440
18/09/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	23,166	82,239.30	Ordinary	23,166
28/09/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	21,936	85,550.40	Ordinary	21,936
2/10/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-363,104	.00	Ordinary	363,104
2/10/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	7,188	25,517.40	Ordinary	7,188
2/10/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-7,188	-25,517.40	Ordinary	7,188
2/10/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	34,394	79,794.08	Ordinary	34,394
2/10/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-34,394	-79,794.08	Ordinary	34,394
2/10/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-7,188	-25,517.40	Ordinary	7,188
2/10/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-34,394	-79,794.08	Ordinary	34,394
19/10/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	10,683	44,761.77	Ordinary	10,683
26/10/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	480,000	1,987,200.00	Ordinary	480,000
4/11/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-74,578	-320,685.40	Ordinary	74,578
5/11/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-11,205	-46,724.85	Ordinary	11,205
18/11/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-33,187	-146,686.54	Ordinary	33,187
18/11/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-44,031	-194,617.02	Ordinary	44,031
18/11/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-3,804	-16,813.68	Ordinary	3,804
18/11/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-1,286	-5,684.12	Ordinary	1,286
18/11/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-53,815	-237,862.30	Ordinary	53,815
19/11/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-31,470	-138,782.70	Ordinary	31,470
20/11/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-82,256	-362,748.96	Ordinary	82,256
26/11/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-15,978	-69,184.74	Ordinary	15,978
26/11/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-11,971	-51,834.43	Ordinary	11,971
2/12/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-13,565	-64,569.40	Ordinary	13,565
2/12/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-1,883	-8,963.08	Ordinary	1,883
2/12/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-399	-1,875.30	Ordinary	399
2/12/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-14,816	-70,079.68	Ordinary	14,816
	Total		659,266	3,610,735.35		
	Advance Asset Management Limited Total :		659,266	3,610,735.35		

Asgard Capital Management Limited

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
7/10/2015	Asgard Capital Management Limited	Purchase	717	3,018.57	Ordinary	717
7/10/2015	Asgard Capital Management Limited	Purchase	617	2,597.57	Ordinary	617
7/10/2015	Asgard Capital Management Limited	Purchase	1,235	5,199.35	Ordinary	1,235
7/10/2015	Asgard Capital Management Limited	Purchase	665	2,799.65	Ordinary	665
7/10/2015	Asgard Capital Management Limited	Purchase	1,639	6,900.19	Ordinary	1,639
7/10/2015	Asgard Capital Management Limited	Purchase	475	1,999.75	Ordinary	475
7/10/2015	Asgard Capital Management Limited	Purchase	1,983	8,348.43	Ordinary	1,983
14/10/2015	Asgard Capital Management Limited	Purchase	1,407	5,740.56	Ordinary	1,407
11/11/2015	Asgard Capital Management Limited	Sale	-717	-2,954.04	Ordinary	717
2/12/2015	Asgard Capital Management Limited	Sale	-1,983	-9,498.57	Ordinary	1,983
	Total		6,038	24,151.46		
	Asgard Capital Management Limited Total :		6,038	24,151.46		

BT Funds Management Limited

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
7/10/2015	Asgard Capital Management Limited	Purchase	712	2,997.52	Ordinary	712
7/10/2015	Asgard Capital Management Limited	Purchase	4,157	17,459.40	Ordinary	4,157
7/10/2015	Asgard Capital Management Limited	Purchase	1,781	7,498.01	Ordinary	1,781
7/10/2015	Asgard Capital Management Limited	Purchase	6,438	27,103.98	Ordinary	6,438
	Total		13,088	55,058.91		

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
1/10/2015	BT Portfolio Services Limited	Purchase	3,740	14,996.28	Ordinary	3,740
2/10/2015	BT Portfolio Services Limited	Purchase	160	685.94	Ordinary	160
27/10/2015	BT Portfolio Services Limited	Purchase	1,840	7,635.63	Ordinary	1,840
29/10/2015	BT Portfolio Services Limited	Sale	-400	-1,604.36	Ordinary	400
5/11/2015	BT Portfolio Services Limited	Purchase	945	4,005.38	Ordinary	945
5/11/2015	BT Portfolio Services Limited	Purchase	1,795	7,503.46	Ordinary	1,795
10/11/2015	BT Portfolio Services Limited	Purchase	2,000	8,196.40	Ordinary	2,000
19/11/2015	BT Portfolio Services Limited	Purchase	1,126	5,035.81	Ordinary	1,126
1/12/2015	BT Portfolio Services Limited	Purchase	5,000	23,378.00	Ordinary	5,000
2/12/2015	BT Portfolio Services Limited	Purchase	4,823	23,041.88	Ordinary	4,823
	Total		21,029	92,874.42		

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
2/10/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	34,394	79,794.08	Ordinary	34,394
2/10/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	363,104	.00	Ordinary	363,104
2/10/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	7,188	25,517.40	Ordinary	7,188
7/10/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-363,104	-1,521,405.76	Ordinary	363,104

7/10/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-7,188	-30,117.72	Ordinary	7,188
7/10/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-34,394	-144,110.86	Ordinary	34,394
	Total			-1,590,322.86		
	BT Funds Management Limited Total :		34,117	-1,442,389.53		

BT Funds Management No.2 Limited

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
23/09/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-29,907	-109,160.55	Ordinary	29,907
5/10/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-12,301	-51,295.17	Ordinary	12,301
6/10/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-17,771	-73,927.36	Ordinary	17,771
7/10/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-29,572	-124,202.40	Ordinary	29,572
7/10/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-20,925	-87,675.75	Ordinary	20,925
30/11/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-21,235	-97,893.35	Ordinary	21,235
1/12/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-9,973	-46,573.91	Ordinary	9,973
1/12/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-41,994	-194,432.22	Ordinary	41,994
1/12/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-16,622	-77,624.74	Ordinary	16,622
2/12/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-7,053	-33,572.28	Ordinary	7,053
2/12/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-6,764	-31,993.72	Ordinary	6,764
2/12/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-182	-855.40	Ordinary	182
	Total		-214,299	-929,206.85		
	BT Funds Management No.2 Limited Total :		-214,299	-929,206.85		

BT Investment Management (Fund Services) Limited

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
16/09/2015	BNP Fund Services Australasia Pty Limited	Sale	-31,659	-111,756.27	Ordinary	31,659
19/10/2015	BNP Fund Services Australasia Pty Limited	Sale	-29,527	-123,718.13	Ordinary	29,527
20/10/2015	BNP Fund Services Australasia Pty Limited	Sale	-130	-540.80	Ordinary	130
4/11/2015	BNP Fund Services Australasia Pty Limited	Sale	-19,422	-83,514.60	Ordinary	19,422
5/11/2015	BNP Fund Services Australasia Pty Limited	Sale	-2,918	-12,168.06	Ordinary	2,918
18/11/2015	BNP Fund Services Australasia Pty Limited	Sale	-22,101	-97,686.42	Ordinary	22,101
18/11/2015	BNP Fund Services Australasia Pty Limited	Sale	-635	-2,806.70	Ordinary	635
19/11/2015	BNP Fund Services Australasia Pty Limited	Sale	-4,742	-20,912.22	Ordinary	4,742
20/11/2015	BNP Fund Services Australasia Pty Limited	Sale	-12,394	-54,657.54	Ordinary	12,394
2/12/2015	BNP Fund Services Australasia Pty Limited	Sale	-3,070	-14,521.10	Ordinary	3,070
2/12/2015	BNP Fund Services Australasia Pty Limited	Sale	-83	-390.10	Ordinary	83
2/12/2015	BNP Fund Services Australasia Pty Limited	Sale	-3,201	-15,236.76	Ordinary	3,201
	Total		-129,882	-537,908.70		

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
23/09/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-25,675	-93,713.75	Ordinary	25,675
24/09/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	43,287	162,326.25	Ordinary	43,287
5/10/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-59,511	-248,160.87	Ordinary	59,511
6/10/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-85,978	-357,668.48	Ordinary	85,978
7/10/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-109,089	-457,082.91	Ordinary	109,089
7/10/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-154,168	-647,505.60	Ordinary	154,168
7/10/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-11,330	-47,472.70	Ordinary	11,330
7/10/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-16,012	-67,250.40	Ordinary	16,012
4/11/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-1,660	-7,138.00	Ordinary	1,660
4/11/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-35,856	-154,180.80	Ordinary	35,856
5/11/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-5,637	-23,506.29	Ordinary	5,637
18/11/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-2,493	-11,019.06	Ordinary	2,493
18/11/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-35,280	-155,937.60	Ordinary	35,280
18/11/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-1,086	-4,800.12	Ordinary	1,086
18/11/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-489	-2,161.38	Ordinary	489
18/11/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-4,139	-18,294.38	Ordinary	4,139
18/11/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-12,868	-56,876.56	Ordinary	12,868
19/11/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-36,074	-159,086.34	Ordinary	36,074
19/11/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-1,564	-6,897.24	Ordinary	1,564
19/11/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-8,208	-36,197.28	Ordinary	8,208
20/11/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-98,377	-433,842.57	Ordinary	98,377
20/11/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-21,455	-94,616.55	Ordinary	21,455
30/11/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-14,797	-68,214.17	Ordinary	14,797
1/12/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-147,693	-689,726.31	Ordinary	147,693
1/12/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-124,297	-575,495.11	Ordinary	124,297
1/12/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-88,616	-413,836.72	Ordinary	88,616
2/12/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-114	-535.80	Ordinary	114
2/12/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-4,426	-21,067.76	Ordinary	4,426
2/12/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-4,244	-20,074.12	Ordinary	4,244
2/12/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-36,534	-172,805.82	Ordinary	36,534
2/12/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-984	-4,624.80	Ordinary	984
2/12/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-38,095	-181,332.20	Ordinary	38,095
2/12/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-4,093	-19,482.68	Ordinary	4,093
2/12/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-106	-498.20	Ordinary	106
2/12/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-3,926	-18,569.98	Ordinary	3,926
	Total		-1,151,587	-5,107,346.30		
	BT Investment Management (Fund Services) Limited Total :		-1,281,469	-5,645,255.00		

BT Investment Management (Institutional) Limited

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
5/10/2015	Australia and New Zealand Banking Group Limited	Sale	-1,354	-5,646.18	Ordinary	1,354
6/10/2015	Australia and New Zealand Banking Group Limited	Sale	-1,956	-8,136.96	Ordinary	1,956

7/10/2015	Australia and New Zealand Banking Group Limited	Sale	-2,600	-10,894.00	Ordinary	2,600
7/10/2015	Australia and New Zealand Banking Group Limited	Sale	-3,675	-15,435.00	Ordinary	3,675
13/11/2015	Australia and New Zealand Banking Group Limited	Purchase	20,033	85,340.58	Ordinary	20,033
1/12/2015	Australia and New Zealand Banking Group Limited	Sale	-2,803	-12,977.89	Ordinary	2,803
1/12/2015	Australia and New Zealand Banking Group Limited	Sale	-2,518	-11,759.06	Ordinary	2,518
1/12/2015	Australia and New Zealand Banking Group Limited	Sale	-4,196	-19,595.32	Ordinary	4,196
2/12/2015	Australia and New Zealand Banking Group Limited	Sale	-1,019	-4,819.87	Ordinary	1,019
2/12/2015	Australia and New Zealand Banking Group Limited	Sale	-1,063	-5,059.88	Ordinary	1,063
2/12/2015	Australia and New Zealand Banking Group Limited	Sale	-27	-126.90	Ordinary	27
	Total		-1,178	-9,110.48		

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
16/09/2015	Citicorp Nominees Pty Limited	Sale	-56,692	-200,122.76	Ordinary	56,692
19/10/2015	Citicorp Nominees Pty Limited	Sale	-66,620	-279,137.80	Ordinary	66,620
20/10/2015	Citicorp Nominees Pty Limited	Sale	-443	-1,842.88	Ordinary	443
4/11/2015	Citicorp Nominees Pty Limited	Sale	-35,301	-151,794.30	Ordinary	35,301
5/11/2015	Citicorp Nominees Pty Limited	Sale	-5,304	-22,117.68	Ordinary	5,304
18/11/2015	Citicorp Nominees Pty Limited	Sale	-1,407	-6,218.94	Ordinary	1,407
18/11/2015	Citicorp Nominees Pty Limited	Sale	-48,948	-216,350.16	Ordinary	48,948
19/11/2015	Citicorp Nominees Pty Limited	Sale	-10,496	-46,287.36	Ordinary	10,496
20/11/2015	Citicorp Nominees Pty Limited	Sale	-27,433	-120,979.53	Ordinary	27,433
2/12/2015	Citicorp Nominees Pty Limited	Sale	-149	-700.30	Ordinary	149
2/12/2015	Citicorp Nominees Pty Limited	Sale	-5,768	-27,455.68	Ordinary	5,768
2/12/2015	Citicorp Nominees Pty Limited	Sale	-5,531	-26,161.63	Ordinary	5,531
	Total		-264,092	-1,099,169.02		

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
16/09/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-14,084	-49,716.52	Ordinary	14,084
19/10/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	82,384	345,188.96	Ordinary	82,384
20/10/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-479	-1,992.64	Ordinary	479
4/11/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-11,872	-51,049.60	Ordinary	11,872
5/11/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-1,784	-7,439.28	Ordinary	1,784
18/11/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-27,145	-119,980.90	Ordinary	27,145
18/11/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-780	-3,447.60	Ordinary	780
19/11/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-6,054	-26,698.14	Ordinary	6,054
20/11/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-15,823	-69,779.43	Ordinary	15,823
2/12/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-1,399	-6,617.27	Ordinary	1,399
2/12/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-1,458	-6,940.08	Ordinary	1,458
2/12/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-38	-178.60	Ordinary	38
	Total		1,468	1,348.90		

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
16/09/2015	JP Morgan Chase Bank	Sale	-79,026	-278,961.78	Ordinary	79,026

16/09/2015	JP Morgan Chase Bank	Sale	-40,223	-141,987.19	Ordinary	40,223
19/10/2015	JP Morgan Chase Bank	Purchase	22,898	95,942.62	Ordinary	22,898
19/10/2015	JP Morgan Chase Bank	Purchase	11,696	49,006.24	Ordinary	11,696
20/10/2015	JP Morgan Chase Bank	Sale	-16,229	-67,512.64	Ordinary	16,229
20/10/2015	JP Morgan Chase Bank	Sale	-8,274	-34,419.84	Ordinary	8,274
4/11/2015	JP Morgan Chase Bank	Sale	-58,347	-250,892.10	Ordinary	58,347
4/11/2015	JP Morgan Chase Bank	Sale	-29,752	-127,933.60	Ordinary	29,752
5/11/2015	JP Morgan Chase Bank	Sale	-8,767	-36,558.39	Ordinary	8,767
5/11/2015	JP Morgan Chase Bank	Sale	-4,470	-18,639.90	Ordinary	4,470
18/11/2015	JP Morgan Chase Bank	Sale	-85,468	-377,768.56	Ordinary	85,468
18/11/2015	JP Morgan Chase Bank	Sale	-2,457	-10,859.94	Ordinary	2,457
18/11/2015	JP Morgan Chase Bank	Sale	-43,567	-192,566.14	Ordinary	43,567
18/11/2015	JP Morgan Chase Bank	Sale	-1,253	-5,538.26	Ordinary	1,253
19/11/2015	JP Morgan Chase Bank	Sale	-20,423	-90,065.43	Ordinary	20,423
19/11/2015	JP Morgan Chase Bank	Sale	-10,413	-45,921.33	Ordinary	10,413
20/11/2015	JP Morgan Chase Bank	Sale	-53,381	-235,410.21	Ordinary	53,381
20/11/2015	JP Morgan Chase Bank	Sale	-27,216	-120,022.56	Ordinary	27,216
2/12/2015	JP Morgan Chase Bank	Sale	-9,771	-46,216.83	Ordinary	9,771
2/12/2015	JP Morgan Chase Bank	Sale	-263	-1,236.10	Ordinary	263
2/12/2015	JP Morgan Chase Bank	Sale	-10,188	-48,494.88	Ordinary	10,188
2/12/2015	JP Morgan Chase Bank	Sale	-134	-629.80	Ordinary	134
2/12/2015	JP Morgan Chase Bank	Sale	-4,982	-23,564.86	Ordinary	4,982
2/12/2015	JP Morgan Chase Bank	Sale	-5,194	-24,723.44	Ordinary	5,194
	Total		-485,204	-2,034,974.92		

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
16/09/2015	National Australia Bank Limited	Sale	-9,406	-33,203.18	Ordinary	9,406
5/10/2015	National Australia Bank Limited	Sale	-19,511	-81,360.87	Ordinary	19,511
6/10/2015	National Australia Bank Limited	Sale	-28,188	-117,262.08	Ordinary	28,188
7/10/2015	National Australia Bank Limited	Sale	-35,689	-149,536.91	Ordinary	35,689
7/10/2015	National Australia Bank Limited	Sale	-50,436	-211,831.20	Ordinary	50,436
7/10/2015	National Australia Bank Limited	Sale	-74,651	-313,534.20	Ordinary	74,651
7/10/2015	National Australia Bank Limited	Sale	-52,823	-221,328.37	Ordinary	52,823
19/10/2015	National Australia Bank Limited	Sale	-13,911	-58,287.09	Ordinary	13,911
4/11/2015	National Australia Bank Limited	Sale	-7,945	-34,163.50	Ordinary	7,945
4/11/2015	National Australia Bank Limited	Sale	-81,453	-350,247.90	Ordinary	81,453
5/11/2015	National Australia Bank Limited	Sale	-1,194	-4,978.98	Ordinary	1,194
5/11/2015	National Australia Bank Limited	Sale	-12,238	-51,032.46	Ordinary	12,238
18/11/2015	National Australia Bank Limited	Sale	-329	-1,454.18	Ordinary	329
18/11/2015	National Australia Bank Limited	Sale	-11,456	-50,635.52	Ordinary	11,456
18/11/2015	National Australia Bank Limited	Sale	-72,904	-322,235.68	Ordinary	72,904
18/11/2015	National Australia Bank Limited	Sale	-6,948	-30,710.16	Ordinary	6,948
18/11/2015	National Australia Bank Limited	Sale	-6,792	-30,020.64	Ordinary	6,792
18/11/2015	National Australia Bank Limited	Sale	-156,347	-691,053.74	Ordinary	156,347
19/11/2015	National Australia Bank Limited	Sale	-2,631	-11,602.71	Ordinary	2,631
19/11/2015	National Australia Bank Limited	Sale	-30,588	-134,893.08	Ordinary	30,588

20/11/2015	National Australia Bank Limited	Sale	-6,876	-30,323.16	Ordinary	6,876
20/11/2015	National Australia Bank Limited	Sale	-4,017	-17,714.97	Ordinary	4,017
20/11/2015	National Australia Bank Limited	Sale	-17,636	-77,774.76	Ordinary	17,636
20/11/2015	National Australia Bank Limited	Sale	-477	-2,103.57	Ordinary	477
20/11/2015	National Australia Bank Limited	Sale	-43,767	-193,012.47	Ordinary	43,767
20/11/2015	National Australia Bank Limited	Sale	-14,053	-61,973.73	Ordinary	14,053
1/12/2015	National Australia Bank Limited	Sale	-32,777	-153,068.59	Ordinary	32,777
1/12/2015	National Australia Bank Limited	Sale	-54,629	-255,117.43	Ordinary	54,629
1/12/2015	National Australia Bank Limited	Sale	-30,076	-139,251.88	Ordinary	30,076
2/12/2015	National Australia Bank Limited	Sale	-327	-1,536.90	Ordinary	327
2/12/2015	National Australia Bank Limited	Sale	-12,136	-57,403.28	Ordinary	12,136
2/12/2015	National Australia Bank Limited	Sale	-12,655	-60,237.80	Ordinary	12,655
2/12/2015	National Australia Bank Limited	Sale	-425	-1,997.50	Ordinary	425
2/12/2015	National Australia Bank Limited	Sale	-5,253	-25,004.28	Ordinary	5,253
2/12/2015	National Australia Bank Limited	Sale	-15,792	-74,696.16	Ordinary	15,792
2/12/2015	National Australia Bank Limited	Sale	-11,215	-53,383.40	Ordinary	11,215
	Total		-937,551	-4,103,972.33		

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
5/10/2015	National Australian Custodian Services	Sale	-9,584	-39,965.28	Ordinary	9,584
6/10/2015	National Australian Custodian Services	Sale	-13,846	-57,599.36	Ordinary	13,846
7/10/2015	National Australian Custodian Services	Sale	-24,793	-104,130.60	Ordinary	24,793
7/10/2015	National Australian Custodian Services	Sale	-17,544	-73,509.36	Ordinary	17,544
1/12/2015	National Australian Custodian Services	Sale	-14,798	-68,514.74	Ordinary	14,798
1/12/2015	National Australian Custodian Services	Sale	-16,116	-75,261.72	Ordinary	16,116
1/12/2015	National Australian Custodian Services	Sale	-26,860	-125,436.20	Ordinary	26,860
2/12/2015	National Australian Custodian Services	Sale	-161	-756.70	Ordinary	161
2/12/2015	National Australian Custodian Services	Sale	-5,968	-28,228.64	Ordinary	5,968
2/12/2015	National Australian Custodian Services	Sale	-6,222	-29,616.72	Ordinary	6,222
	Total		-135,892	-603,019.32		

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
25/09/2015	National Nominees Limited	Sale	-5,356	-20,513.48	Ordinary	5,356
1/10/2015	National Nominees Limited	Sale	-3,581	-14,324.00	Ordinary	3,581
17/11/2015	National Nominees Limited	Purchase	2,587	11,227.58	Ordinary	2,587
	Total		-6,350	-23,609.90		

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
16/09/2015	National Custodian Nominees	Sale	-19,756	-69,738.68	Ordinary	19,756
19/10/2015	National Custodian Nominees	Sale	-19,540	-81,872.60	Ordinary	19,540
20/10/2015	National Custodian Nominees	Sale	-2,135	-8,881.60	Ordinary	2,135
4/11/2015	National Custodian Nominees	Sale	-9,210	-39,603.00	Ordinary	9,210
5/11/2015	National Custodian Nominees	Sale	-1,384	-5,771.28	Ordinary	1,384
18/11/2015	National Custodian Nominees	Sale	-13,018	-57,539.56	Ordinary	13,018
18/11/2015	National Custodian Nominees	Sale	-374	-1,653.08	Ordinary	374

19/11/2015	National Custodian Nominees	Sale	-2,638	-11,633.58	Ordinary	2,638
20/11/2015	National Custodian Nominees	Sale	-6,895	-30,406.95	Ordinary	6,895
2/12/2015	National Custodian Nominees	Sale	-1,496	-7,120.96	Ordinary	1,496
2/12/2015	National Custodian Nominees	Sale	-1,436	-6,792.28	Ordinary	1,436
2/12/2015	National Custodian Nominees	Sale	-39	-183.30	Ordinary	39
	Total		-77,921	-321,196.87		
	BT Investment Management (Institutional) Limited Total :		-1,906,720	-8,193,703.94		

Westpac Financial Services Limited

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
16/09/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-3,635	-12,831.55	Ordinary	3,635
16/09/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-25,205	-88,973.65	Ordinary	25,205
19/10/2015	HSBC Custody Nominees (Australia) Limited.	Purchase	1,937	8,116.03	Ordinary	1,937
20/10/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-1,937	-8,057.92	Ordinary	1,937
20/10/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-2,321	-9,655.36	Ordinary	2,321
4/11/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-15,731	-67,643.30	Ordinary	15,731
5/11/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-2,364	-9,857.88	Ordinary	2,364
18/11/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-22,999	-101,655.58	Ordinary	22,999
18/11/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-661	-2,921.62	Ordinary	661
19/11/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-2,779	-12,255.39	Ordinary	2,779
19/11/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-2,556	-11,271.96	Ordinary	2,556
20/11/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-13,944	-61,493.04	Ordinary	13,944
2/12/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-70	-329.00	Ordinary	70
2/12/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-2,723	-12,961.48	Ordinary	2,723
2/12/2015	HSBC Custody Nominees (Australia) Limited.	Sale	-2,612	-12,354.76	Ordinary	2,612
	Total		-97,600	-404,146.46		
	Westpac Financial Services Limited Total :		-97,600	-404,146.46		

ANNEXURE B – ASSOCIATED COMPANIES

This is annexure 'B' (being 3 pages) referred to in Form 604, Notice of change of interests of substantial holder, lodged for Westpac Banking Corporation ACN 007 457 141 and its associated entities

Tim Hartin – Company Secretary, Westpac Banking Corporation – 04/12/2015

Westpac Banking Corporation	Australia	Series 2008-1M WST Trust	Australia
1925 (Commercial) Pty Limited	Australia	Series 2009-1 WST Trust	Australia
1925 (Industrial) Pty Limited	Australia	Series 2011-1 WST Trust	Australia
1925 Advances Pty Limited	Australia	Series 2011-2 WST Trust	Australia
A.G.C. (Pacific) Limited	Papua New Guinea	Series 2011-3 WST Trust	Australia
Advance Asset Management Limited	Australia	Series 2012-1 WST Trust	Australia
Altitude Administration Pty Limited	Australia	Series 2013-1 WST Trust	Australia
Altitude Rewards Pty Limited	Australia	Series 2013-2 WST Trust	Australia
Aotearoa Financial Services Limited	New Zealand	Series 2014-1 WST Trust	Australia
Ascalon Capital Managers (Asia) Limited	Hong Kong	Series 2014-2 WST Trust	Australia
Ascalon Capital Managers Limited	Australia	Series 2015-1 WST Trust	Australia
Ascalon Funds Seed Pool Trust	Australia	SIE-Lease (Australia) Pty Limited	Australia
Asgard Capital Management Limited	Australia	SIE-Lease (New Zealand) Pty Limited	New Zealand
Asgard Wealth Solutions Limited	Australia	Sixty Martin Place (Holdings) Pty Limited	Australia
Australian Loan Processing Security Company Pty Ltd	Australia	St.George Business Finance Pty Limited	Australia
Australian Loan Processing Security Trust	Australia	St.George Custodial Pty Limited	Australia
Bella Trust No. 2	Australia	St.George Equity Finance Limited	Australia
Belliston Pty Limited	Australia	St.George Finance Holdings Limited	Australia
Bill Acceptance Corporation Pty Limited	Australia	St.George Finance Limited	Australia
BT (Queensland) Pty Limited	Australia	St.George Life Limited	Australia
BT Australia Pty Limited	Australia	St.George Motor Finance Limited	Australia
BT Financial Group (NZ) Limited	New Zealand	St.George Security Holdings Pty Limited	Australia
BT Financial Group Pty Limited	Australia	Sydney Capital Corp Inc.	USA
BT Funds Management (NZ) Limited	New Zealand	Tavarua Funding Trust IV	USA
BT Funds Management Limited	Australia	The Home Mortgage Company Limited	New Zealand
BT Funds Management No.2 Limited	Australia	The Mortgage Company Pty Limited	Australia
BT Long Term Income Fund	Australia	Value Nominees Pty Limited	Australia
BT Portfolio Services Limited	Australia	W2 Investments Pty Limited	Australia
BT Private Nominees Pty Limited	Australia	Waratah Receivables Corp Pty Limited	Australia
BT Securities Limited	Australia	Waratah Securities Australia Limited	Australia
BT Short Term Income Fund	Australia	Westpac (NZ) Investments Limited	New Zealand
Canning Park Capital Pte. Ltd	Australia	Westpac Administration Pty Limited	Australia
Capital Corporate Finance Limited	Australia	Westpac Administration 2 Limited	Australia
Capital Finance (NZ) Limited	Australia	Westpac Administration 3 Limited	Australia
Capital Finance Australia Limited	Australia	Westpac Administration 4 Limited	Australia
Capital Finance New Zealand Limited	Australia	Westpac Altitude Rewards Trust	Australia
Capital Fleetlease Limited	Australia	Westpac Americas Inc.	USA
Capital Motor Finance Limited	Australia	Westpac Asian Lending Pty Limited	Australia
Capital Rent Group Limited	New Zealand	Westpac Bank-PNG-Limited	Papua New Guinea

Castlereagh Trust	Australia	Westpac Capital Holdings Inc.	USA
CBA Limited	Australia	Westpac Capital Markets Holding Corp.	USA
Challenge Limited	Australia	Westpac Capital Markets LLC	USA
Core Infrastructure Income Feeder 1 L P	UK	Westpac Capital Trust IV	USA
Core Infrastructure Income Feeder 2 L P	UK	Westpac Capital-NZ-Limited	New Zealand
Core Infrastructure Income Master L P	UK	Westpac Cash PIE Fund	Australia
Crusade ABS Series 2012 - 1 Trust	Australia	Westpac Cook Cove Trust I	Australia
Crusade ABS Series 2013 - 1 Trust	Australia	Westpac Cook Cove Trust II	Australia
Crusade ABS Series 2015 - 1 Trust	Australia	Westpac Covered Bond Trust	Australia
Crusade CP Management Pty Limited	Australia	Westpac Custodian Nominees Pty Limited	Australia
Crusade CP No.1 Pty Limited	Australia	Westpac Debt Securities Pty Limited	Australia
Crusade CP Trust No. 53	Australia	Westpac Delta LLC	USA
Crusade CP Trust No. 56	Australia	Westpac Direct Equity Investments Pty Limited	Australia
Crusade CP Trust No. 57	Australia	Westpac Equipment Finance Limited	Australia
Crusade CP Trust No. 58	Australia	Westpac Equity Holdings Pty Limited	Australia
Crusade Euro Trust 1E of 2006	Australia	Westpac Equity Investments NZ Limited	New Zealand
Crusade Euro Trust 1E of 2007	Australia	Westpac Equity Pty Limited	Australia
Crusade Global Trust 1 of 2006	Australia	Westpac Europe Limited	UK
Crusade Global Trust 1 of 2007	Australia	Westpac Finance (HK) Limited	Hong Kong
Crusade Global Trust 2 of 2005	Australia	Westpac Financial Consultants Limited	Australia
Crusade Global Trust 2 of 2006	Australia	Westpac Financial Holdings Pty Limited	Australia
Crusade Management Limited	Australia	Westpac Financial Services Group Limited	Australia
Crusade 2P Trust of 2008	Australia	Westpac Financial Services Group-NZ-Limited	New Zealand
Danaby Pty Limited	Australia	Westpac Financial Services Limited	Australia
Data Republic Pty Limited	Australia	Westpac Funds Financing Holdco Pty Limited	Australia
eQR Securities Pty. Limited	Australia	Westpac Funds Financing Pty Limited	Australia
Europe Infrastructure Debt LP	UK	Westpac Funding Holdings Pty Limited	Australia
General Credits Pty Limited	Australia	Westpac General Insurance Limited	Australia
Halcyon Securities Pty Limited	Australia	Westpac General Insurance Services Limited	Australia
Hastings Advisers LLC	USA	Westpac Global Capital Markets Pty Limited	Australia
Hastings Forestry Investments Limited	New Zealand	Westpac Group Investment-NZ-Limited	New Zealand
Hastings Forests Australia Pty Limited	Australia	Westpac Holdings-NZ-Limited	New Zealand
Hastings Funds Management (UK) Limited	Singapore	Westpac Investment Capital Corporation	USA
Hastings Funds Management (USA) Inc.	UK	Westpac Investment Vehicle No.2 Pty Limited	Australia
Hastings Funds Management Asia Pty. Limited	USA	Westpac Investment Vehicle No.3 Pty Limited	Australia
Hastings Funds Management Limited	Australia	Westpac Investment Vehicle Pty Limited	Australia
Hastings Infrastructure 1 Limited	UK	Westpac Leasing Nominees-Vic.-Pty Limited	Australia
Hastings Infrastructure 2 Limited	UK	Westpac Lenders Mortgage Insurance Limited	Australia
Hastings Investment Capital LP	USA	Westpac Life Insurance Services Limited	Australia
Hastings Investment Management Pty Ltd	USA	Westpac Life-NZ-Limited	New Zealand
Hastings Investment Management (Europe) Ltd	UK	Westpac New Zealand Group Limited	New Zealand
Hastings Investments GP LLC	Australia	Westpac New Zealand Limited	New Zealand
Hastings Korea Company Limited	Korea	Westpac Nominees-NZ-Limited	New Zealand
Hastings Management Pty Limited	Australia	Westpac Notice Saver PIE Fund	Australia
Hastings Private Equity Fund IIA Pty Limited	Australia	Westpac NZ Covered Bond Holdings Limited	New Zealand
Hickory Trust	Australia	Westpac NZ Covered Bond Limited	New Zealand

Hitton Pty Limited	Australia	Westpac NZ Operations Limited	New Zealand
HLT Custodian Trust	New Zealand	Westpac NZ Securitisation Holdings Limited	New Zealand
Infrastructure GP LLP	UK	Westpac NZ Securitisation Limited	New Zealand
Infrastructure GP 2 LLP	UK	Westpac NZ Securitisation No. 2 Limited	New Zealand
Infrastructure Research and Advisory Services Private Limited	India	Westpac Overseas Holdings No. 2 Pty Limited	Australia
Magnitude Group Pty Limited	Australia	Westpac Overseas Holdings Pty Limited	Australia
MIF Custodian Trust	New Zealand	Westpac Properties Limited	Australia
Mortgage Management Pty Limited	Australia	Westpac RE Limited	Australia
Net Nominees Limited	Australia	Westpac Securities Administration Limited	Australia
Number 120 Limited	New Zealand	Westpac Securities Limited	Australia
Oniston Pty Limited	Australia	Westpac Securities NZ Limited	New Zealand
Partnership Pacific Pty Limited	Australia	Westpac Securitisation Holdings Pty Limited	Australia
Partnership Pacific Securities Pty Limited	Australia	Westpac Securitisation Management Pty Limited	Australia
Pashley Investments Pty Limited	Australia	Westpac Singapore Limited	Singapore
Qvalent Pty Limited	Australia	Westpac Structured Products Limited	Australia
RAMS Financial Group Pty Limited	Australia	Westpac Superannuation Nominees-NZ-Limited	New Zealand
Reinventure Fund ILP	Australia	Westpac Syndications Management Pty Limited	Australia
RMS Warehouse Trust 2007-1	Australia	Westpac Term PIE Fund	New Zealand
Sallmoor Pty Limited	Australia	Westpac TPS Trust	Australia
Securitor Financial Group Limited	Australia	Westpac Unit Trust	Australia
Seed Pool Trust No. 2	Australia	Westpac USA Inc.	USA

Note: Westpac retains 31.0% ownership of BT Investment Management Limited who lodges separate notices under ASX code 'BTT'

BT Investment Management Limited (31.0%)	Australia
BT Investment Management (Institutional) Limited (Subsidiary of BT Investment Management Limited)	Australia